

002223

40116027



GFR KS
Enclosure

George R. Robinson

C T CORPORATION SYSTEM

Very truly yours,

Upon the filing of the above amended application, would you please file the enclosures, advising this office accordingly

As per our telephone conversation of today, the above corporation was originally qualified to do business in your state under the name American Zinc, Lead and Smelting Company An application for an amended certificate of authority showing the change of name was forwarded to your office January 26, 1967 along with a consent to the use of name by the presently existing American Zinc Sales Company

We are enclosing a statement of fact reciting facts of the above merger

Dear Mr. Michelson

Mrs. Dean Michelson
Corporation Department
Office of Sec. of State
Jefferson City, Missouri 65102

RE AMERICAN ZINC COMPANY
(Merger)

Site: 11/1/67
ID # 11/1/67
Presk 11/1/67
Other 11/1/67
0136

January 27, 1967

C T CORPORATION SYSTEM
ASSOCIATED WITH THE CORPORATION TRUST COMPANY
314 NORTH BROADWAY ST LOUIS MO 63102
CENTRAL 1 8380 AREA CODE 314



JAMES C KIRKPATRICK
SECRETARY OF STATE

STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

JEFFERSON CITY 65102

January 30, 1967

IN REPLY PLEASE REFER TO
FILE NO

CORPORATION DIVISION
TELEPHONE
635 7291 AND 635 7292

RE AMERICAN ZINC COMPANY (F-513)

Dear Sir

This is to advise that on this date we have filed for record in this office a certified copy of an amendment to the Articles of Incorporation of the above named corporation, which is qualified to do business in this State as a foreign corporation

This instrument pertains to ~~Merger, merging AMERICAN ZINC COMPANY~~

~~of TENNESSE and other corporations not qualified in Missouri~~

~~into AMERICAN ZINC COMPANY (F-513) a Maine corporation~~

~~qualified in Missouri, the Survivor.~~

The instrument was filed in the parent State of the corporation

FILED on December 31, 1966

The fee for filing the instrument in this office is \$1 25 This
will acknowledge receipt of your check for that amount
JAN 30 1967

James C Kirkpatrick
SECRETARY OF STATE

JAMES C KIRKPATRICK
Secretary of State

By *Dean Michelson*

Dean Michelson
Corporation Supervisor

C T Corporation System
314 North Broadway,
St Louis, Missouri
Attn George F Robinson

002240

STATE OF MAINE

Department of State

I, Linwood F Ross, Deputy Secretary of State, certify, that according to the provisions of the Constitution and Laws of the State of Maine, the Department of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed, and of the records of organization, charter amendments, dissolutions of corporations and annual returns filed by the same

I FURTHER CERTIFY, that American Zinc Company, formerly AMERICAN ZINC, LEAD AND SMELTING COMPANY, is a duly organized corporation under the laws of the State of Maine, that the date of the incorporation of said corporation is January 26, 1899

I FURTHER CERTIFY, that AMERICAN ZINC COMPANY OF TENNESSEE is a duly organized corporation under the laws of the State of Maine, that the date of the incorporation of said corporation is February 24, 1911

I FURTHER CERTIFY, that AMERICAN ZINC COMPANY OF ILLINOIS is a duly organized corporation under the laws of the State of Maine that the date of the incorporation of said corporation is August 15, 1911

I FURTHER CERTIFY that AMERICAN ZINC COMPANY OF OKLAHOMA, formerly American Zinc Ore Separating Company, is a duly organized corporation under the laws of the State of Maine, that the date of the incorporation of said corporation is October 13, 1908

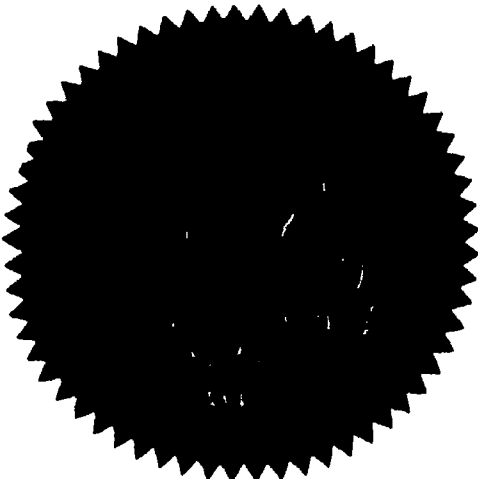
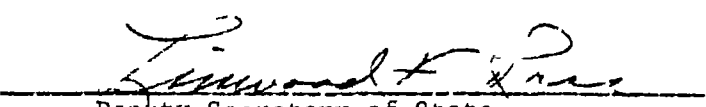
I FURTHER CERTIFY, that AMERICAN ZINC OXIDE COMPANY, formerly American Azo Oxide Company, is a duly organized corporation under the laws of the State of Maine, that the date of the incorporation of said corporation is September 12, 1919

I FURTHER CERTIFY, that AMERICAN LIMESTONE COMPANY, formerly American Ballast Company is a duly organized corporation under the laws of the State of Maine, that the date of the incorporation of said corporation is November 9, 1911

I FURTHER CERTIFY, that on December 2, 1966 an agreement of consolidation was filed in this office merging AMERICAN ZINC COMPANY OF TENNESSEE, AMERICAN ZINC COMPANY OF ILLINOIS, AMERICAN ZINC COMPANY OF OKLAHOMA, AMERICAN ZINC OXIDE COMPANY, AMERICAN LIMESTONE COMPANY into AMERICAN ZINC LEAD AND SMELTING COMPANY, now American Zinc Company, the effective date of merger being December 31, 1966

I FURTHER CERTIFY, that said corporation has made all reports due to this department, paid all taxes and fees and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing corporation in good standing under the laws of the State of Maine at the present time

IN TESTIMONY WHEREOF, I have caused the Great Seal of the State to be hereunto affixed GIVEN under my hand at Augusta this thirtieth day of December in the year of our Lord one thousand nine hundred and sixty-six and in the one hundred and ninety-first year of the Independence of the United States of America



Deputy Secretary of State

C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

314 NORTH BROADWAY ST LOUIS MO 63102
CENTRAL 1 8380 AREA CODE 314

December 20, 1966

RE AMERICAN ZINC, LEAD AND SMELTING COMPANY
changing name to AMERICAN ZINC COMPANY

COUNSEL Mr Arthur E S Schmid
American Zinc, Lead & Smelting Co
1515 Paul Brown Building
St Louis, Missouri

Corporation Department
Office of Sec of State
Topeka, Kansas

Dear Sir

Pursuant to the instructions of counsel named above,
we enclose for filing on behalf of this corporation, which
is authorized to do business in your state,
certified copy of certificate of amendment changing name
filed in the home state December 2, 1966

Check in payment of the required fees is attached Please
forward the usual evidence of filing to this office

Yours very truly,

C T CORPORATION SYSTEM

By George F Robinson

George F Robinson

SPECIAL INSTRUCTIONS

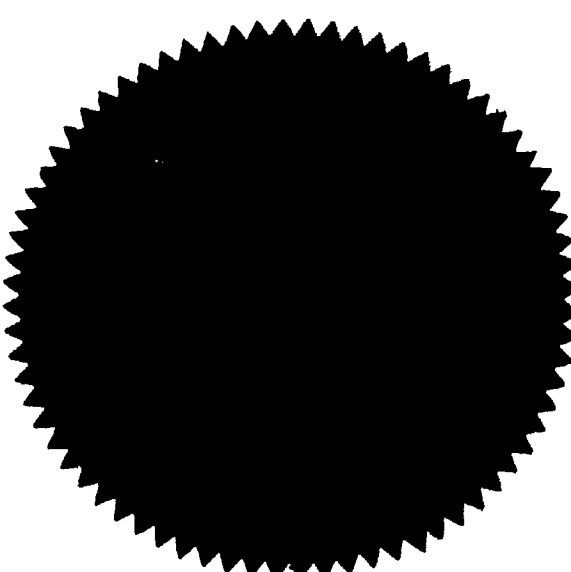
GFR ks
1 11 66

002245

State of Maine

Department of State

I, Kenneth M Curtis, Secretary of State, certify that the paper to which this is attached, is a true copy from the records of this office



In Testimony Whereof I have caused the Great Seal of the State to be hereunto affixed GIVEN under my hand at Augusta this thirtieth day of December in the year of our Lord one thousand nine hundred and sixty-six and in the one hundred and ninety-first year of the Independence of the United States of America

Kenneth M Curtis Secretary of State

administrative structure and of eliminating duplicative functions

For and in consideration of the premises and the mutual covenants herein contained, the parties hereby agree as follows

I The Merging Corporations shall merge into and consolidate with the Surviving Corporation and upon the effective date of such merger and consolidation, as hereinafter specified, the Merging Corporations shall cease to exist and shall no longer exercise their powers, privileges and franchises subject to the laws of the State of Maine, their state of incorporation, The Surviving Corporation shall succeed to the property and assets of and exercise all the powers, privileges and franchises of the Merging Corporations

Know all Men by these Presents:

That the AMERICAN ZINC, LEAD & SMELTING COMPANY,

a corporation organized under the laws of the State of MAINE and with its principal office at 756 Exchange Street, Portland said State hereby consents without power of revocation that actions may be commenced against it the said AMERICAN ZINC, LEAD & SMELTING COMPANY

in the proper court of any county in the State of Kansas in which a cause of action against such corporation may arise, or may have heretofore arisen or in which plaintiff may reside, by service of process on the Secretary of State of the State of Kansas and the said corporation stipulates and agrees that such service shall be taken and held in all courts to be as valid and binding as if due service had been made upon the president or any other chief officer of said corporation

IN WITNESS WHEREOF, Said corporation has caused these presents to be executed

by its ^{Vice} President and its Secretary and authenticated by its corporate seal
at Boston, in said State of Massachusetts
this 22nd day of January A D 190

ATTEST

John P. Brown President
F. W. Batchelder Secretary

STATE OF MASSACHUSETTS

COUNTY OF

E. W. BATCHELDER,

being duly sworn, says he is Secretary of the AMERICAN ZINC, LEAD AND SMELTING COMPANY of MAINE,

and that the foregoing is a true and correct copy of a resolution adopted by the Board of Directors of said

Company, on the 22nd day of January, 190

together with the minutes concerning said resolution

F. W. Batchelder Secretary

SWORN TO AND SUBSCRIBED before me this *twenty second* day

January

John P. Brown
Notary Public

April 20 1901

002246

RESOLUTION

BY

THE Board of Directors of the AMERICAN ZINC, LEAD AND SELLING
COMPANY of Portland, Maine

January 22nd,

190

At a meeting of the Directors of the AMERICAN ZINC, LEAD & SELLING COMPANY
duly held at the office of said Company, on the 22nd day of January, 190 ,
Mr C A. Hight offered the following resolution and moved its adoption

RESOLVED That the Vice President and Secretary of this Company be and they are hereby authorized
and instructed to execute the written consent thereof to be sued in the State of Kansas in the manner provided in section
3 of an act of the Legislature of the State of Kansas concerning private corporations approved January 7 1899

The resolution was adopted

STATE OF MASSACHUSETTS

COUNTY OF Suffolk

F. W. BATCHELDER,

being duly sworn, says he is Secretary of the AMERICAN ZINC, LEAD AND SELLING
COMPANY of MAINE,

and that the foregoing is a true and correct copy of a resolution adopted by the Board of Directors of said
Company, on the 22nd day of January, 190 ,
together with the minutes concerning said resolution

Secretary

SWORN TO AND SUBSCRIBED before me this twenty second day

Notary Public

April 20 1901

Portland, Maine, April 22, 1899

To Hon. Byron Boyd, Secretary of State

of the State of Maine, August, Maine

The American Zinc, Lead & Smelting Company, a corporation organized under the general laws of the State of Maine, by its Clerk duly authorized, by certifies, that at a meeting of the stockholders of said corporation, called therefor and held at the office of the company, 100 Street, Portland, Maine on Saturday the 22nd day of April 1899 at 4 o'clock in the afternoon, the capital stock of said corporation increased from \$500,000 divided into 20,000 shares of the par value of \$25 each to \$1,500,000 divided into 100,000 shares of the par value of \$25 each.

To effect said increase the following votes were passed, viz, that it is the finding, and it is hereby declared to be the finding of the stockholders of the American Zinc Lead & Smelting Company that the capital stock of the corporation as now fixed at \$500,000 divided into 20,000 shares of the par value of \$25 each, is insufficient for the purposes for which said corporation was organized, and that the purposes for which said corporation was organized require a capital stock of \$1,500,000 divided into 100,000 shares of the par value of \$25 each.

Voted

That the capital stock of the American Zinc, Lead & Smelting Company, as now fixed at \$500,000 divided into 20,000 shares of the par value of \$25 each be and it hereby is increased by the addition thereof of 80,000 shares of the par value of \$25 each so that the total capital stock of the corporation after said increase shall amount to \$1,500,000 divided into 100,000 shares of the par value of \$25 each.

That the Secretary of the Corporation Clarence A. Hight, be and he is instructed to file with the Secretary of State of the State of Maine a certificate of the increase of the capital stock of this corporation required by law.

The foregoing votes were taken by stock vote, and in the case of a majority of the stock issued voted in the affirmative, and no vote was cast in the negative.

Clarence A. Hight,
Clerk of the Corporation.

State of Maine.

Office of Secretary of State.

Augusta, Apl. 24, 1899

Received and filed this day

Deputy Secretary of State.

Recorded Vol. 5 Page 411.

STATE OF MAINE

Cumberland, ss

Portland, Maine, October 16th 1906

To the Honorable Byron Boyd
Secretary of State
for the State of Maine

This is to certify that at the regular annual meeting of the stockholders of the American Zinc, Lead and Smelting Company, called therefor and legally held at the office of the Secretary, No 36 Exchange Street, Portland Maine, on the 16th day of October A D 1906, the capital stock of the corporation, consisting of one hundred thousand (100,000) shares of the par value of twenty-five dollars (\$25.00) each, constituting a total capital stock of two million five hundred thousand dollars (\$2,500,000) was decreased to fifty thousand (50,000) shares of the par value of twenty-five dollars (\$25.00) each, constituting a total stock of one million two hundred and fifty thousand dollars (\$1,250,000)

To effect said decrease in the capital stock the following action was taken On motion duly seconded it was-

VOTED - That the amount of capital stock of this company which now consists of one hundred thousand (100,000) shares, of the par value of twenty-five dollars (\$25.00) each, constituting a total capital stock of two million five hundred thousand dollar (\$2,500,000) be, and it hereby is, decreased to fifty thousand (50,000) shares of the par value of twenty-five dollar (\$25.00) each, constituting a total capital stock of one million two hundred and fifty thousand dollars (\$1,250,000)

On motion duly seconded it was-

VOTED - That the Clerk of the corporation be, and he hereby is authorized and directed to give such notice to the Secretary of State of the change and reduction of capital stock voted at this

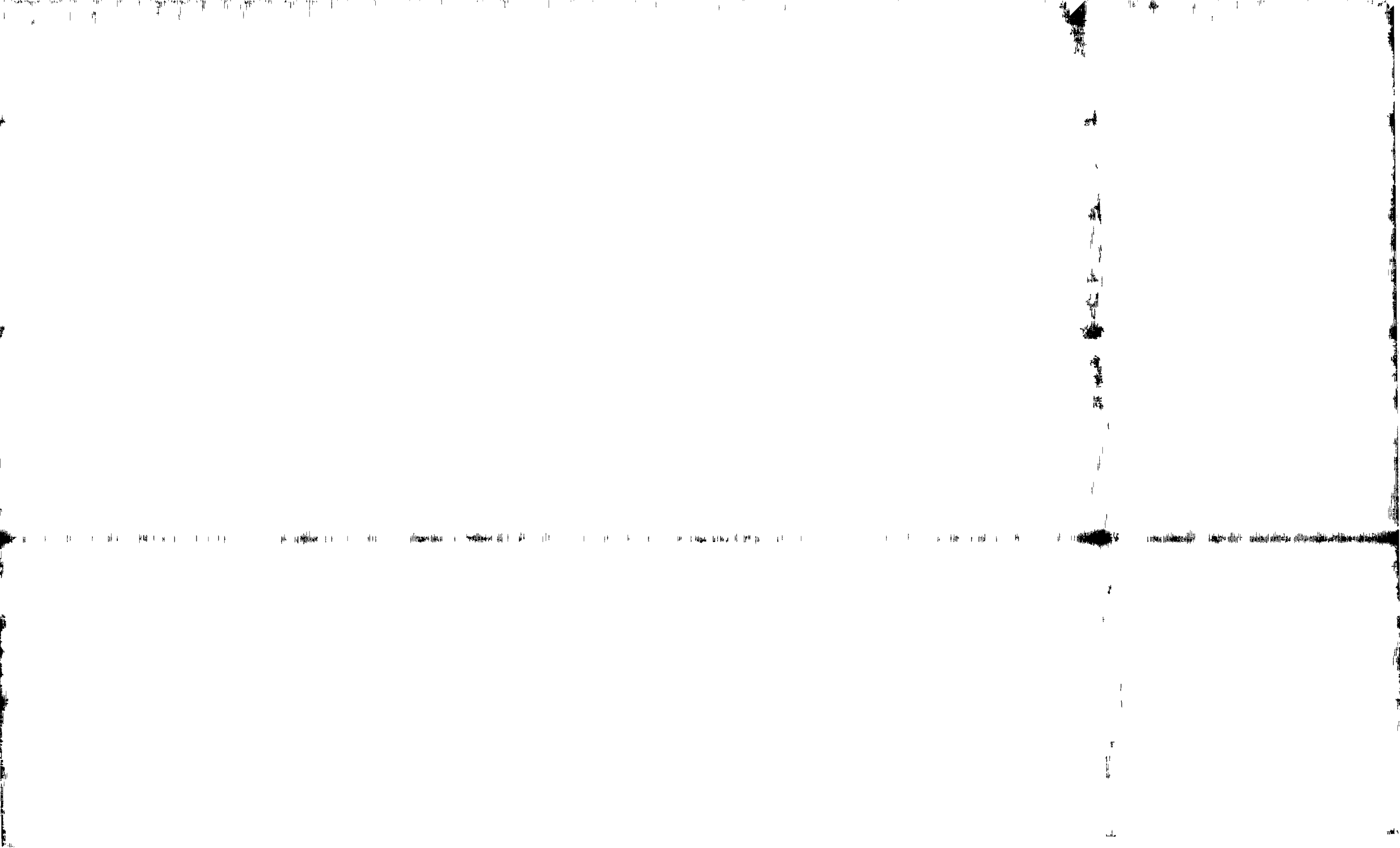
VOTED - That the directors of the corporation be, and they hereby are, empowered and instructed to take such action as may be required in connection with the reduction of stock voted at this meeting.

In each of the foregoing votes, action was taken by stock vote, whereupon it appeared that 36,186 shares of stock, to wit, a majority of the total issued capital stock of the corporation, being all the stock represented at the meeting, was voted in the affirmative.

AMERICAN ZINC, LEAD AND SMELTING COMPANY
By L L Hight, Clerk

STATE OF MAINE.
OFFICE OF SECRETARY OF STATE
Augusta Oct 17, 1906

Received and filed this day
Deputy Secretary of State.
Recorded Vol. 5 Page 411.



Portland, Maine, December 18, 1906

To the Honorable Secretary of State
of the State of Maine

The American Zinc, Lead and Smelting Company her-by certifies that at a special meeting of its stockholders duly called and held in Portland, Maine, on December 18, 1906, the capital stock of said company was increased from \$1,250,000, divided into 50,000 shares of the par value of \$25 00 each, to \$3,750,000 divided into 150,000 shares of the par value of \$25 00 each, and the number of directors was changed from seven to eleven. To effect said increase of capital stock and change in the number of directors the following votes were passed:

" VOTED That it is the finding, and it is hereby declared the finding of the stockholders of the American Zinc, Lead and Smelting Company, that the capital stock of the corporation as now fixed at \$1,250,000, divided into 50,000 shares of the par value of \$25 00 each is insufficient for the purposes for which this corporation was organized and that the purposes for which this corporation was organized require a capital stock of \$3,750,000, divided into 150,000 shares of the par value of \$25 00 each "

" VOTED That the capital stock of the American Zinc, Lead and Smelting Company as now fixed at \$1,250,000, divided into 50,000 shares of the par value of \$25 00 each, be, and it is hereby increased by the addition thereto of 100,000 shares of the par value of \$25 00 each, so that the total capital stock of the corporation after said increase shall amount to \$3,750,000 divided into 150,000 shares of the par value of \$25 00, each

"VOTED That the number of directors of this company as now fixed at seven is inconvenient for the transaction of the company's business and that the convenient transaction of the company's business requires that the number of directors be increased from seven to eleven

"VOTED That the number of directors of this company be changed and increased from seven to eleven

That the company's by-laws be and it hereby is amended by striking out the word "seven" in the second line thereof, and inserting in the place thereof the word "eleven" "

Votes were also passed authorizing the Clerk of the corporation, I. L. Hight, to file with the Secretary of State of the State of Maine a certificate of the increase of capital stock, and of the change in the number of directors.

All the votes passed at said meeting were passed by stock vote and in the case of each vote 32,955 shares of the capital stock of the company, to wit, a majority of the capital stock issued and outstanding, voted in the affirmative, and no votes were cast in the negative.

American Zinc, Lead and Smelting Company

By I. L. Hight, Clerk of the Corporation

SECRETARY OF STATE

Received and filed this day.

Attest: A. I. Brown,

Secretary of State

486

MAINE

SECRETARY OF STATE

FILED

For Use By The
Secretary of State

File No 29-127

Fee Paid \$5 00

C B 233

Date 11-17-72

STATE OF MAINE

ARTICLES OF AMENDMENT

(Amendment by Shareholders
Voting as One Class)

OF

AMERICAN ZINC COMPANY

Principal office in Maine Portland

November 16, 1972

Joseph T. Edgar
AGENT

Pursuant to 13-A MRSA §§805 and 807 the undersigned corporation adopts these Articles of Amendment

FIRST All outstanding shares of the corporation were entitled to vote on the following amendment as one class

SECOND The amendment to the Articles of Incorporation of the corporation set out in Exhibit A attached hereto was adopted by the shareholders thereof at a meeting legally called and held on November 16 1972

THIRD On said date the number of shares outstanding and entitled to vote on such amendment and the number of shares voted for and against said amendment respectively were as follows

<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Voted For</u>	<u>Voted Against</u>
1,406,734	1 049,283	152 488
Totals <u>1,406,734</u>	<u>1,049 283</u>	<u>152 488</u>

FOURTH If such amendment provides for exchange reclassification or cancellation of issued shares the manner in which the same shall be effected is contained in Exhibit B attached hereto if it is not set forth in the amendment itself

*FIFTH If such amendment effects a change in the number or par values of authorized shares the number of shares which the corporation has authority to issue after giving effect to such amendment is as follows

<u>Class</u>	<u>Series (If Any)</u>	<u>Number of Shares</u>	<u>Par Value (If Any)</u>
--------------	----------------------------	-----------------------------	-------------------------------

The aggregate par value of all such shares (of all classes and series) having par value is \$ _____The total number of all such shares (of all classes and series) without par value is _____ shares

002249

SIXTH

The address of the registered office of the corporation in the State of Maine is 477 Congress Street

Portland, Maine 04111

(street city and zip code)

Dated November 16 1972

Legibly print or type name
and capacity of all signers
13-A MRSA §104

I certify that I have custody of the minutes
showing the above action by the shareholders

[Signature]
(clerk secretary or asst secretary)

NOTE This form should not be used if any class of shares entitled to vote as a separate class for
any of the reasons set out in §806 or because the articles so provide For vote necessary
for adoption see §805

AMERICAN ZINC COMPANY **

(name of corporation)

By

[Signature]
Kenneth Baird, Clerk

(type or print name and capacity)

By

(type or print name and capacity)

*To be completed only if Exhibit A or B do not give this required information

** The name of the corporation should be typed and the document must be signed by (1) the Clerk or (2) by the President or a vice president and by the Secretary or an assistant secretary or such other officer as the bylaws may designate as a second certifying officer or (3) if there are no such officers then by a majority of the directors or by such directors as may be designated by a majority of directors then in office or (4) if there are no such directors then by the holders or such of them as may be designated by the holders of record of a majority of all outstanding shares entitled to vote thereon or (5) by the holders of all of the outstanding shares of the corporation

EXHIBIT A

VOTED That the name of the Company be and it hereby is, changed from American Zinc Company to Azcon Corporation and the proper officers of the Company are hereby authorized to take any and all action and file any and all certificates with the Secretary of State for the State of Maine and with the authorities of any other states in which the Company is or may be authorized to transact business, in order to effectuate such change of name



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

JAMES C KIRKPATRICK
SECRETARY OF STATE

JEFFERSON CITY 65101

Area Code 314—Telephone 835 7291

17 March, 1975

C T Corporation/ System
277 Park Avenue
New York, New York 10017

Re AZCON CORPORATION (F-513)

Dear Sir

This is to advise you that on the date shown below we have filed for record in this office a merger between

UNIMET CORPORATION (A Delaware corporation, not qualified in Missouri) Into AZCON CORPORATION (F-513)

The merger was filed in this office on 17 March, 1975

The merger was filed in the home state of survivor on 31 October, 1973

The Survivor is qualified to transact business in Missouri

The fee for filing a merger is \$1 25 If you did not send us a check for that amount, a bill for the correct amount is being sent to you

FILED

MAR 17 1975

James C Kirkpatrick
SECRETARY OF STATE

Very truly yours,

JAMES C KIRKPATRICK
Secretary of State

Merger Desk
314/751-3230

Ltr #25
mmm

002247

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
277 PARK AVENUE NEW YORK N Y 10017 (212) 826 1800

arch 17, 1975

Secretary of State
Corporation Division
Jefferson City, Missouri 65101

Gentlemen

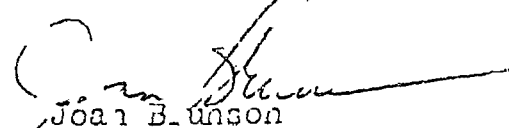
RE UNITED CORPORATION Job /AA 04081-4
merged into ICON CORPORATION
Pursuant to the instructions of counsel
Barreto, Simon, Schapiro & Simon
100 Alfred T Ogden III
20 Broadway
New York, New York 10004

we enclose for filing on behalf of the above corporation,
which is authorized to do business in your state, Cert-
ificate in Re State

Please forward the usual evidence of filing to the etc.
Check in payment of the required fees is enclosed.

Very truly yours,

C T CORPORATION SYSTEM


Joan B. Unson
Service Representative

JB or
Enc
SPECIAL INSTRUCTIONS

RECEIVED

Name 125
Fee \$ 125
SF LF Appro 125
Returned 125
Amount due 125

State of Maine
Department of State

Certificate of Change in Corporate Identity

This is to Certify that the Delaware corporation which has heretofore
had the name UNIMET CORPORATION now
has the name Azcon Corporation

The foregoing change of name is a result of

- ☐ Amendment to articles of incorporation changing corporate name
- ☐ Participation in a consolidation wherein the corporation was consolidated into a new corporation with the name given above
- ☐ Participation in a merger in which the corporation was the surviving corporation, but changed its name at the time of the merger
- ☒ Participation in a merger in which the surviving corporation
is Azcon Corporation, a Maine corporation

Documents reflecting the foregoing change were filed in this office on October 31, 1973

This certificate is entitled to record under 13 A M R S A § 1307 subsection 2

In Testimony Whereof I have caused the Great Seal of the State
to be hereunto affixed GIVEN under my hand at Augusta, this
fourteenth day of March in the year
of our Lord one thousand nine hundred and seventy-five
and in the one hundred and ninety-ninth year of
the Independence of the United States of America

Markham L. Gortley
Secretary of State

F-11534



C T CORPORATION SYSTEM

171 6 7 5 1 17
22 APR 1 1973

April 25, 1973

Secretary of State
Corporation Department
Statehouse, 2nd fl
Topeka, Kansas 66612

Gentlemen

RE AZ HOLDING CORPORATION (Maine Domestic) (MERGER)
Merged AZCON CORPORATION (Maine Domestic)

AZCON CORPORATION (Maine Domestic) (AMFNDMNT)
Formerly AZ HOLDING CORPORATION (Maine Domestic)

Pursuant to the instructions of counsel, we enclose enclose for filing in your state on behalf of the above corporations, which are qualified, the following documents as indicated

AZ HOLDING CORPORATION
Merged AZCON CORPORATION

- Certified copy of Articles of Merger
- X Certificate Reciting Merger, in duplicate
- X The merged corporation is qualified in your state Kindly strike its existence from your records due to this merger
- Supplemental form, if required, or no filing required

AZCON CORPORATION
Formerly AZ HOLDING CORPORATION

- Certified copy of Articles of Amendment
- X Certificate Reciting Amendment, in duplicate
- Amended Application for Certificate of Authority or other supplemental form

* Kindly file these documents simultaneously and return usual evidence to this office upon completion Checks in payment of the required fees are enclosed

Thank you for your help in this matter

cc Colmery, McClure, Funk,
Letourneau & Entz
First National Bank Bldg
Topeka, Kansas 66603

/ s/ Paul G. C.

C T CORPORATION SYSTEM
Barbara J. Hanson

COUNSEL Randolph Taylor, Atty
Azcon Corporation
230 Park Avenue
New York N.Y. 10017

002242



Department of State

I, the Secretary of the State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, charter amendments, dissolutions of corporations and annual reports filed by the same

I FURTHER CERTIFY that Azcon Corporation, formerly American Zinc Company, formerly AMERICAN ZINC, LEAD AND SMELTING COMPANY, was a duly organized corporation under the laws of the State of Maine and that the date of the incorporation of said corporation was January 26, 1899

I FURTHER CERTIFY that on February 28, 1978 @ 8 00 a m , effective 12 00 midnight of February 28, 1978, articles of merger were filed merging Azcon Corporation into AZ Holding Corporation

I FURTHER CERTIFY that on March 1, 1978 @ 8 00 a m articles of amendment were filed changing the name of AZ Holding Corporation to Azcon Corporation

I FURTHER CERTIFY that Azcon Corporation, formerly AZ Holding Corporation, is a duly organized corporation under the laws of the State of Maine and that the date of the incorporation of said corporation is January 12, 1978

I FURTHER CERTIFY that said corporation has filed all reports due to this Department, paid all corporate franchise taxes and fees and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing corporation in good standing under the laws of the State of Maine at the present time.



JAMES C KIRKPATRICK
SECRETARY OF STATE

STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65101
June 26, 1978

314 / 751 3230

C T Corporation System
277 Park Avenue
New York, N Y 10017

Re AZCON CORPORATION F513 into AZ HOLDING CORPORATION F198461

Dear Sir

This is to advise you that on the date shown below we have filed
for record in this office a merger between

AZCON CORPORATION (F0000513)

into

AZ HOLDING CORPORATION (F00198461) the Survivor

The merger was filed in this office on June 26, 1978

The merger was filed in the home state of survivor on February 23, 1978

The Survivor is qualified to transact business in Missouri

The fee for filing a merger is \$1 25 If you did not send us a

June 26, 1978

This is to advise that on the above date

AZCON CORPORATION (F00000513)

Ceased to exist by virtue of its merger into

AZ HOLDING CORPORATION (F00198461) the Survivor

The effective date of the merger in the parent
state of the survivor was February 28, 1978

002241

For Use By The
Secretary of State

File No 78D824

Fec Fund \$10 - \$10

C B 785

Date 7-6-78

STATE OF MAINE

ARTICLES OF AMENDMENT

(Amendment by Shareholders
Voting as One Class)

OF

AZCON CORPORATION

MAINE
SECRETARY OF STATE
FILED

June 29, 1978

Doris Hayes

Pursuant to 13 A MRS 805 and 807 the undersigned corporation adopts these Articles of Amendment

FIRST All outstanding shares of the corporation were entitled to vote on the following amendment as one class

SECOND The amendment to the Articles of Incorporation of the corporation set out in Exhibit A attached hereto was adopted by the shareholders thereof at a meeting legally called and held on July 26 1978

THIRD On said date the number of shares outstanding and entitled to vote on such amendment and the number of shares voted for and against said amendment respectively were as follows

<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Voted For</u>	<u>Voted Against</u>
1000	1000	-0-
<u>Totals</u> 1000	<u>1000</u>	<u>-0-</u>

FOURTH If such amendment provides for exchange reclassification or cancellation of issued shares the manner in which the same shall be effected is contained in Exhibit B attached hereto if it is not set forth in the amendment itself

FIFTH If such amendment effects a change in the number or par values of authorized shares the number of shares which the corporation has authority to issue after giving effect to such amendment is as follows

<u>Class</u>	<u>Series (If Any)</u>	<u>Number of Shares</u>	<u>Par Value (If Any)</u>
Common	-	5000	\$1.00

The aggregate par value of all such shares (of all classes and series) having par value is \$ 5,000.00The total number of all such shares (of all classes and series) without par value is None shares

002229

SIXTH The address of the registered office of the corporation in the State of Maine is 477 Congress
Street Portland, Maine 04111

(street city and zip code)

Dated May 26, 1978

Legibly print or type name
and capacity of all signers
13 A MRS §104

I certify that I have custody of the minutes
showing the above action by the shareholders

[Signature]
(signature of clerk ~~secretary or assistant secretary~~)

Note This form should not be used if any class of shares entitled to vote as a separate class for
any of the reasons set out in §806 or because the articles so provide For vote necessary
for adoption see §805

AZCON CORPORATION

(name of corporation)

By

(signature)

Kenneth Baird
(type or print name and capacity)

By

(signature)

(type or print name and capacity)

EXHIBIT A

I, Kenneth Baird, Clerk of Azcon Corporation, do hereby certify
that at a meeting of said Company held June 26, 1978, by consent of
the sole stockholder, the following action was taken

"That the number of shares authorized in the
Articles of Incorporation shall be amended to in-
crease the authorized shares of Common Stock, Par
Value \$1 00, of Azcon Corporation from 1,000 shares
of Common Stock to 5,000 shares of Common Stock, Par
Value \$1 00 "

[Signature]
Clerk

*To be completed only if Exhibit A or B do not give this required information

The name of the corporation should be typed and the document must be signed by (1) the Clerk or (2) by the
President or a vice president and by the Secretary or an assistant secretary or such other officer as the bylaws may
designate as a second certifying officer or (3) if there are no such officers then by a majority of the directors or by
such directors as may be designated by a majority of directors then in office or (4) if there are no such directors
then by the holders or such of them as may be designated by the holders of record of a majority of all outstanding
shares until 1 to vote thereon or (5) by the holders of all of the outstanding shares of the corporation

F 1 78D824 -
F 13 \$5 00
C 1 383
Date - 12-20-78

MAINE
SECRETARY OF STATE

FILED

December 20, 1978

James Hayes
Secretary of State
MAINE

CERTIFICATE OF CORRECTION

Under date of June 29, 1978, there was filed with the Secretary of State for the State of Maine, Articles of Amendment wherein Azcon Corporation, a corporation duly organized and existing under the laws of the State of Maine, reported that the corporation had amended its Articles of Incorporation to increase the authorized capital shares of Common Stock, Par Value \$1 00, from 1,000 shares of Common Stock to 5,000 shares of Common Stock, Par Value \$1 00

Through error in the second paragraph of the aforesaid Articles of Amendment, it was stated that the meeting authorizing such change was held on July 26, 1978 The meeting was in truth and fact held on June 26, 1978

Paragraph 6 of the aforesaid Articles of Amendment sets forth that the Clerk executed the form on May 26, 1978 when in truth and fact the document was executed on June 29, 1978

The undersigned, a resident of Maine and Clerk of Azcon Corporation, retains all the shareholders records pertaining to Azcon Corporation

Request is hereby made that the Articles of Amendment, as filed with the Secretary of State on June 29, 1978, be corrected to conform with the information set forth in this Certificate, said Certificate being authorized under the provisions of Section 106, M R S A

Dated at Portland, Maine, this *18th* day of December, 1978

Reg Office 477 Congress St
Portland, ME 04111

Kenneth Baird
Clerk Kenneth Baird

002228

For Use By The Secretary of State	
File No	780824D
Fee Paid	\$5 00
C B	850004C
Date	7-30-84

STATE OF MAINE

CHANGE OF CLERK or
REGISTERED OFFICE or BOTH

Pursuant to 13 A MRSA §304 the undersigned corporation advises you of the following change(s)

For Use By The Secretary of State FILED	
July 25,	19 84
<i>[Signature]</i> Deputy Secretary of State	
A True Copy When Attested By Signature	
_____ Deputy Secretary of State	

FIRST The name and registered office of the clerk appearing on the record in Secretary of State's office _____

KENNETH BAIRD

477 CONGRESS STREET PORTLAND MAINE 04101
(street city state and zip code)

SECOND The name and registered office of its successor (new) clerk who must be a Maine resident _____

MERTON G HENRY

477 CONGRESS STREET PORTLAND MAINE 04101
(street city state and zip code)

THIRD Upon a change in clerk this must be completed

☒ Such change was authorized by the board of directors and the power to make such change is not reserved to the shareholders by the articles or the bylaws

☐ Such change was authorized by the shareholders (Complete the following)

I certify that I have custody of the minutes showing the above action by the shareholders

[Signature]
(signature of new clerk secretary or assistant secretary)
RANDALL W TAYLOR

Dated 7/23/84

MUST BE COMPLETED

Legibly print or type name
and capacity of all signers
13 A MRSA §104

GOLD FIELDS AMERICAN INDUSTRIES, Inc
(name of corporation)

By *[Signature]*
(signature)

(VAF) VINCENT A FILIPONE - VICE PRESIDENT
(type or print name and capacity)

By *[Signature]*
(signature)

(JED) JOSEPH E DAVIS - TREASURER
(type or print name and capacity)

This document **MUST** be signed by (1) the Clerk OR (2) by the President or a vice president AND by the Secretary in assistant secretary or then their the bylaws designate as second certifying officer OR (3) if no such officers then by a majority of the directors or by such director designated by a majority of directors then in office OR (4) if no directors then by the holders or such of them designated by the holders of record of a majority of all outstanding shares entitled to vote thereon OR (5) by the holders of all outstanding shares.

33 JUL 13 PM 12:43 State of Maine

FILED
JACK H. BRIER
CLERK OF STATE
K. H. AS



F-11539

JUL 12 3

68608 *** 20:00

Department of State

I, the Secretary of the State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, charter amendments, dissolutions of corporations and annual reports filed by the same

I FURTHER CERTIFY that GOLD FIELDS AMERICAN INDUSTRIES, INC , formerly Azcon Corporation, formerly AZ Holding Corporation, is a duly organized corporation under the laws of the State of Maine and that the date of the incorporation of said corporation is January 12, 1978

I FURTHER CERTIFY that on June 30, 1983 an amendment was filed changing the name from Azcon Corporation to GOLD FIELDS AMERICAN INDUSTRIES, INC

I FURTHER CERTIFY that said corporation has filed all reports due to this Department, paid all corporate franchise taxes and fees and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing corporation in good standing under the laws of the State of Maine at the present time